

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

JOANNE WITCHKO, Derivatively on Behalf  
of Nominal Defendant AMERICAN REALTY  
CAPITAL PROPERTIES, INC.,

Plaintiff,

v.

NICHOLAS S. SCHORSCH, et al.,

Defendants,

-and-

AMERICAN REALTY CAPITAL  
PROPERTIES, INC.,

Nominal Defendant.

Lead Case No. 1:15-cv-06043-AKH

(Consolidated with Case No.  
1:15-cv-08563-AKH)

**NOTICE OF PLAINTIFFS' UNOPPOSED MOTION FOR  
PRELIMINARY APPROVAL OF DERIVATIVE  
SETTLEMENT AND APPROVAL OF SHAREHOLDER NOTICE**

TO: All Counsel of Record

**PLEASE TAKE NOTICE** that upon the Stipulation and Agreement of Settlement dated September 27, 2019, annexed as Exhibit 1 to the Declaration of Matthew M. Houston In Support Of Plaintiffs' Unopposed Motion For Preliminary Approval Of Settlement ("Houston Declaration"), the accompanying Plaintiffs' Memorandum Of Law In Support of Plaintiffs' Unopposed Motion For Preliminary Approval Of Settlement, and the Houston Declaration, Plaintiffs in the above-captioned action ("Action") will move this Court before the Honorable Alvin K. Hellerstein on October 3, 2019 at 2:30 pm in the United States District Court for the Southern District of New York, 500 Pearl Street, New York, New York, 10007 for entry of an

Order that will among other things: (i) preliminarily approve the proposed Settlement of this Action on the terms set forth in the Stipulation; (ii) approve the proposed forms and manner of providing notice of the Settlement to VEREIT shareholders as of September 27, 2019; and (iii) schedule a final approval hearing to determine whether the proposed Settlement should be finally approved and to consider Derivative Counsel's application for an award of attorneys' fees and reimbursement of expenses incurred in connection with the prosecution of this Action.

For the reasons set forth in Plaintiffs' Memorandum of Law, the Houston Declaration, and the Stipulation, Plaintiffs respectfully request that the Court find that the proposed Settlement merits preliminary approval. A proposed Order Preliminarily Approving Settlement granting the relief requested herein is attached as Exhibit B to Stipulation, which is Exhibit 1 to the Houston Declaration.

DATED: September 30, 2019

Respectfully submitted,

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